



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

LLC-1052

(04/06)

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign limited liability company is (include, **if required**, any "for use in Virginia" name **in parentheses**)

\_\_\_\_\_

\_\_\_\_\_

2. The foreign limited liability company was formed under the laws of

\_\_\_\_\_ on \_\_\_\_\_

(state or country) (date of limited liability company's formation)

3. **(Mark if applicable:)** ☐ The limited liability company was previously authorized or registered with the Commission to transact business as a foreign business entity. (See instructions.) ***Set forth the additional required information on an attachment.***

4. A. The name of the limited liability company's registered agent in VIRGINIA is

\_\_\_\_\_

- B. The registered agent is **(mark appropriate box)**:

(1) an INDIVIDUAL who is a resident of Virginia **and**

- ☐ a member or manager of the limited liability company.
- ☐ a member or manager of a limited liability company that is a member or manager of the limited liability company.
- ☐ an officer or director of a corporation that is a member or manager of the limited liability company.
- ☐ a general partner of a general or limited partnership that is a member or manager of the limited liability company.
- ☐ a trustee of a trust that is a member or manager of the limited liability company.
- ☐ a member of the Virginia State Bar.

**OR**

(2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

- C. The limited liability company's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

\_\_\_\_\_, VA \_\_\_\_\_

(number/street) (city or town) (zip)

which is physically located in the ☐ county **or** ☐ city of \_\_\_\_\_.

- D. The registered office and registered agent comply with the requirements of § 13.1-1015 of the Code of Virginia.

5. The post office address, including the street and number, of the limited liability company's principal office is

\_\_\_\_\_

(number/street) (city or town) (state) (zip)

6. The Clerk of the Commission is irrevocably appointed as the agent of the limited liability company for service of process if no registered agent has been appointed under § 13.1-1015 of the Code of Virginia or, if appointed, the registered agent's authority has been revoked or if the registered agent either has resigned or cannot be found or served with the exercise of reasonable diligence.

7. The limited liability company is a "foreign limited liability company" as defined in § 13.1-1002 of the Code of Virginia and an authenticated copy of the applicant's articles of organization and other constituent documents are submitted herewith. (See instructions.)

8. The undersigned executes this application in the name of the foreign limited liability company and declares the facts stated herein are true:

\_\_\_\_\_

(signature) (date) (telephone number (optional))

\_\_\_\_\_

(printed name) (title) (see instructions for requisite signature)

INSTRUCTIONS ON THE REVERSE

## INSTRUCTIONS

This application, which has been prescribed by the Commission, is required to be filed with the Commission by a foreign limited liability company in order to obtain a certificate of registration to transact business in Virginia.

Section 13.1-1003 of the Code of Virginia requires that the application be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx)

The limited liability company's name must be set forth in paragraph 1 exactly as it appears in its articles of organization, as amended, without alteration or abbreviation.

If the name of the limited liability company does not contain the words **limited company** or **limited liability company**, or the abbreviation **L.C.**, **LC**, **L.L.C.** or **LLC**, it must adopt a designated name for use in Virginia that **adds** one of the foregoing to its name.

The limited liability company's name must be distinguishable upon the records of the Commission. See § 13.1-1054 of the Code of Virginia. To check the availability of a limited liability company name (or a designated name), please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

If the limited liability company's real name is unavailable, it must adopt a designated name for use in Virginia. State the "for use in Virginia" name in parentheses on the first line of the application, following the limited liability company's real name. See §§ 13.1-1052 and 13.1-1054 of the Code of Virginia.

If the limited liability company was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth, **on an attachment**, the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation; and the identification number that was issued to the entity by the Commission.

The limited liability company may not serve as its own registered agent.

The address of the registered office must include the street and number, if any, and must be identical to the business office of the registered agent. See § 13.1-1015 of the Code of Virginia. A rural route and box number may only be used if no street address is associated with the registered office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the registered office's location. State the name of the county or independent city in which the office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

The principal office is the office where the principal executive offices of the limited liability company are located. See § 13.1-1002 of the Code of Virginia. The principal office address must include a street and number, if one is associated with the principal office's location. A rural route and box number may only be used if no street address is associated with the principal office's location. A post office box is not acceptable given the aforementioned statutory provision.

**The application must be executed on behalf of the foreign limited liability company by a person who, under the laws of the company's jurisdiction of formation, is authorized to execute post-formation articles, certificates, etc. filed with the Secretary of State or other official having custody of limited liability company records in such jurisdiction (e.g., manager or member).**

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.***

**IMPORTANT:** The application must be submitted to the Clerk of the Commission **with a certified or otherwise authenticated copy of the limited liability company's articles of organization** or other constituent documents, **and** all amendments and mergers, filed in the foreign limited liability company's state or other jurisdiction of formation, **authenticated within the past 12 months under the original signature and seal of the Secretary of State** or official having custody of limited liability company records in the state or other jurisdiction of its formation. The certificate of the Secretary of State or other public official having custody of limited liability company records **must indicate that the articles are a "true and correct copy" of the official records, or words to that effect.** A Certificate of Existence/Fact/Good Standing is **not** sufficient nor acceptable. See § 13.1-1052 of the Code of Virginia.

Submit the original, signed application and the certified copy of the limited liability company's articles, as amended, to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.